SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Instruction 1(b).			Filed pursuant to Section 16(a) of the Securities Exchange Act of 2	934
	-		or Section 30(h) of the Investment Company Act of 1940	
1. Name and Add Cavaliere Jo		J Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>Hanesbrands Inc.</u> [HBI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify
(Last) (First) (Middle) 1000 E. HANES MILL ROAD		(<i>, ,</i>	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2022	A below) below) President Innerwear Global
(Street) WINSTON- SALEM	NC	27105	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	01/24/2022		A		82,296 ⁽¹⁾	A	\$ <mark>0</mark>	160,180	D	
Common Stock	01/24/2022		A		52,179 ⁽²⁾	A	\$ <mark>0</mark>	212,359	D	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		te Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Consists of a performance share award ("PSA") granted to the Reporting Person on February 11, 2021. The number of shares of common stock that will be received upon vesting of the PSA was determined on January 24, 2022 based on the achievement of certain performance metrics during the fiscal year ended January 1, 2022. The PSA will be settled on a one-for-one basis in shares of common stock on February 11, 2024.

2. Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, vesting in three installments of 33% on January 24, 2023, 33% on January 24, 2024 and 34% on January 24, 2025.

Remarks:

<u>/s/ Tracy M. Preston, attorney</u> in fact <u>01/26/2022</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See